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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE:

**NEWLAND INTERNATIONAL
PROPERTIES, CORP.,**

Debtor.

Chapter 11

Case No. 13-11396 (MG)

**PLAN SUPPLEMENT FOR THE PREPACKAGED PLAN OF REORGANIZATION
FOR THE DEBTOR UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

Dated: May 17, 2013

Overview

Newland International Properties, Corp., as debtor and debtor in possession (the “**Debtor**”), submits this Plan Supplement (the “**Plan Supplement**”) in support of confirmation of the *Prepackaged Plan of Reorganization for the Debtor Under Chapter 11 of the Bankruptcy Code*, which was filed with the Bankruptcy Court on April 30, 2013 [Docket No. 11] (as may be amended, the “**Plan**”). Capitalized terms used herein but not otherwise defined shall have the meanings set forth in the Plan. The documents contained in the Plan Supplement are integral to, part of, and incorporated by reference into the Plan. These documents have not yet been approved by the Bankruptcy Court. If the Plan is approved, the documents contained in the Plan Supplement will be approved by the Bankruptcy Court pursuant to the Confirmation Order.

Contents

This Plan Supplement contains the following documents, as may be amended, modified or supplemented from time to time by the Debtor in accordance with the Plan as set forth below:

Exhibit A: Indenture

Exhibit B: Amended and Restated Agreement of Appointment and Acceptance of Co-Trustee

Exhibit C: CCSA Satisfaction and Release Agreement

Exhibit D: Form of Representation and Covenant Letter

Exhibit E: Limited Financial Guaranty

Exhibit F: Non-Disturbance Agreement

Exhibit G: Amendment to Mortgage Agreement

Exhibit H: Amendment to the Articles of Incorporation of Newland International Properties Corp.

Exhibit I: Amendment to the Articles of Incorporation of Ocean Point Development Corp.

Exhibit J: Shareholders Agreement of Ocean Point Development Corp.

Exhibit K: Novation Agreement by and between Kassir Development Corp. and Newland International Properties, Corp.

Exhibit L: Novation Agreement by and between Opcorp-Arsersa International Inc. and Newland International Properties Corp.

Exhibit M: Resolution No. SMV-180-13 dated May 15th, 2013 by means of which the Superintendence of the Securities Market of the Republic of Panama

authorizes amendments to certain Indenture with regards to the Public Offering of Newland International Properties, Corp. 9.5% 2014 Secured Notes previously authorized by Resolution CNV-289-07 issued by the former National Securities Commission of the Republic of Panama.

Exhibit N: Stock Pledge Agreement among Newland International Properties Corp., Ocean Point Development Corp. and Global Financial Funds, Corp.

Certain documents, or portions thereof, contained in the Plan Supplement remain subject to continuing negotiations among the Debtor and interested parties with respect thereto. The Debtor reserves all rights to alter, amend, modify, or supplement the Plan Supplement, and any of the documents contained therein, in accordance with the terms of the Plan. To the extent material amendments or modifications are made to any of these documents, the Debtor will file a blackline with the Bankruptcy Court prior to the Confirmation Hearing marked to reflect same.